



EVANS RAILCAR LEASING COMPANY
AFFILIATE OF EVANS TRANSPORTATION COMPANY

450 East Devon, Suite 300

Itasca, IL 60143-1263

312/250-8100

May 1, 1987

RECORDATION NO. **14059-LLL** Filed 1423

JUL 7 1987 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

No. **7-188A018**

Date **JUL 7 1987**

Fee \$ **10.00**

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. Section 11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing five fully executed counterparts of that certain Amendment to Security Agreement ("Amendment") dated as of May 1, 1987. The parties to the Amendment are:

Debtor: Evans Railcar Leasing Company
450 East Devon Avenue - Suite 300
Itasca, Illinois 6-143-1263

Secured Party: Manufacturers Hanover Trust Company,
as Agent
270 Park Avenue
New York, New York 10017

ICC OFFICE OF
THE SECRETARY
JUL 7 11 35 AM '87
MOTOR CARRIER UNIT

The enclosed Amendment relates to that certain Security Agreement dated as of May 20, 1983 as ICC Recordation Number 14059. Accordingly, we request that the Amendment be filed as subfilings under that number.

A description of the equipment being added to the Security Agreement is attached hereto as Exhibit A and a description of the equipment being deleted from the Security Agreement is attached hereto as Exhibit B.

Counterparts - CT. Korman

Secretary
Interstate Commerce Commission

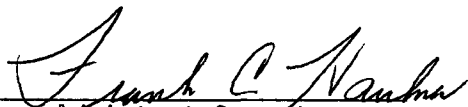
May 1, 1987
Page 2

Enclosed herewith is a check in the amount of \$10 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Amendment not required to be kept by you, or, if it is not possible to return them to the bearer, send them to: Mr. Gerald E. Beatty, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY

By: 
Assistant Secretary

Enclosure(s)

LOT NO.	* #	CAR TYPE***	LESSEE NAME**	INTERNAL I.D. NUMBER*	MASTER LEASE DATE**	SCHEDULE NUMBER **	SCHEDULE DATE **	TERM YEAR **	TERM MONTH **	PREFIX **	CAR NUMBER**
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Column headings on each of the following pages shall be deemed to be subject to the same footnotes as on this page.

* Appears on internal records of Borrower only.

** Subject to change from time to time.

*** Same designation may appear on more than one car (initials are the AAR mechanical designations).

revolver(22)

EXHIBIT A
COLLATERAL ADDITIONS
April 30, 1987

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1542-16	* TANK-210CI	LEASE POOL	41100	0/00/00	0	0/00/00	0	0	USLX	22091
N=	1									
1575-23	* TANK-210CI	FMC CORPORATION	41532	78/01/27	23	87/03/20	1	0	USLX	22229
N=	1									
1697-00	* REFRIG-RBL	LEASE POOL	17741	0/00/00	0	0/00/00	0	0	USLX	10011
N=	1									
2008-16	* COV HOP-LO	LEASE POOL	24264	0/00/00	0	0/00/00	0	0	MRCX	16001
	COV HOP-LO	LEASE POOL	24190	0/00/00	0	0/00/00	0	0	MRCX	16007
	COV HOP-LO	LEASE POOL	24189	0/00/00	0	0/00/00	0	0	MRCX	16008
	COV HOP-LO	LEASE POOL	24284	0/00/00	0	0/00/00	0	0	MRCX	16013
	COV HOP-LO	LEASE POOL	24314	0/00/00	0	0/00/00	0	0	MRCX	16019
	COV HOP-LO	LEASE POOL	24312	0/00/00	0	0/00/00	0	0	MRCX	16021
	COV HOP-LO	LEASE POOL	24310	0/00/00	0	0/00/00	0	0	MRCX	16023
N=	7									
2161-14	* COV HOP-LO	LEASE POOL	38543	0/00/00	0	0/00/00	0	0	USLX	27333
N=	1									
2161-15	* COV HOP-LO	LEASE POOL	38483	0/00/00	0	0/00/00	0	0	USLX	27330
N=	1									
2161-21	* COV HOP-LO	LEASE POOL	37440	0/00/00	0	0/00/00	0	0	USLX	26527
N=	1									
2171-01	* REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17741	87/01/27	1	87/01/27	1	0	USLX	10011
	REFRIG-RBL	ATCHISON TOPEKA & SANT FE RR CO	17727	87/01/27	1	87/01/27	1	0	USLX	10027
N=	2									

Total Collateral Additions 4/87 = 14

EXHIBIT B
COLLATERAL DELETIONS
April 30, 1987

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1542-16	* TANK-210CI	ARCHER DANIELS MIDLAND	41100	77/12/01	16	83/09/30	2	6	USLX	22091
N=	1									
1697-00	* REFRIG-RBL	E J GALLO WINERY CO	17741	79/02/01	3	79/02/01	5	0	USLX	10011
N=	1									
1697-00	* REFRIG-RBL LEASE POOL		17741	0/00/00	0	0/00/00	0	0	USLX	10011
N=	1									
1775-16	* TANK-210CI	AIR PRODUCTS MFG CORP	41532	79/05/03	16	86/07/14	2	0	USLX	22229
N=	1									
2008-16	* COV HOP-LO	CONTINENTAL GRAIN COMPANY	24264	86/08/08	14	86/08/08	0	3	MRCX	16001
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24190	86/08/08	14	86/08/08	0	3	MRCX	16007
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24189	86/08/08	14	86/08/08	0	3	MRCX	16008
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24284	86/08/08	14	86/08/08	0	3	MRCX	16013
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24314	86/08/08	14	86/08/08	0	3	MRCX	16019
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24312	86/08/08	14	86/08/08	0	3	MRCX	16021
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24310	86/08/08	14	86/08/08	0	3	MRCX	16023
N=	7									
2161-13	* COV HOP-LO	GENERAL CHEMICAL CORPORATION	38483	78/03/22	13	78/03/22	0	1	USLX	27330
N=	1									
2161-14	* COV HOP-LO	GENERAL CHEMICAL CORPORATION	38543	78/03/22	14	85/08/08	0	1	USLX	27333
N=	1									
2161-21	* COV HOP-LO	GENERAL CHEMICAL CORPORATION	37440	78/03/22	21	86/01/27	0	1	USLX	26527
N=	1									
2170-01	* REFRIG-RBL	CHICAGO RAIL LINK	17727	87/01/27	1	87/01/27	0	1	USLX	10027
N=	1									

Total Collateral Deletions 4/87 = 14

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/7/87

Evans Railrar Leasing Company
450 East Devon
Suite 300
Itasca, Illinois 60143-1263

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/7/87 at 11:40 AM, and assigned recordation number(s).

14059-LLLL, 14059-MMMM, 14059-NNNN and

14059-0000

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 14059-LLLL Filed 1425

JUL 7 1987 -11 40 AM

AMENDMENT TO SECURITY AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of May, 1987 by and between EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the "Borrower"), and MANUFACTURERS HANOVER TRUST COMPANY, as Successor Agent (herein called the "Agent").

WITNESSETH:

WHEREAS, the Borrower and the Agent have entered into an Amended and Restated Security Agreement, dated as of June 30, 1984, recorded with the Interstate Commerce Commission on October 4, 1984 under Recordation Number 14059-S (herein, as amended or otherwise modified from time to time, called the "Security Agreement"), pursuant to which the Borrower has granted to the Agent for the benefit of various lenders (herein called the "Lenders") a security interest in certain property of the Borrower (herein called the "Collateral");

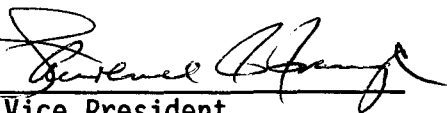
WHEREAS, pursuant to the terms of Section 4.1(a) (iv) of the Security Agreement, the Borrower is required to execute and deliver this Amendment to the Security Agreement to and with the Agent.

NOW, THEREFORE, in consideration of the mutual covenants and agreements of the parties and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:


1. The reporting marks and lessees as to certain cars (as defined in the Security Agreement) have changed, therefore the line items from Schedule 1 to the Security Agreement listed on Exhibit B hereto are hereby replaced by the line items on Exhibit A.
2. Except as hereby amended the Security Agreement remains in full force and effect, and the Security Agreement as hereby amended is ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective authorized officers as of the day and year first written above.

EVANS RAILCAR LEASING COMPANY

By: 
Vice President

**MANUFACTURERS HANOVER TRUST
COMPANY, as Agent**

By: 
Vice President

STATE OF ILLINOIS)
COUNTY OF COOK)

I, Robert Sherman a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Laurence P. Prange personally known to me to be a Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, and personally knows to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 1 day of May, 1987.

Robert Sherman
Notary Public

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES AUG 2, 1987
ISSUED THRU ILL. NOTARY ASSOC.

STATE OF NEW YORK)
COUNTY OF NEW YORK)

I, Kathleen Green a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Richard Feiser personally known to me to be a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, a New York Bank Corporation, and personally knows to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

July, 1987. GIVEN under my hand and notarial seal this 2 day of

Kathleen Green
Notary Public

revolver(10)

KATHLEEN GREEN
Notary Public, State of New York
No. 4843854
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1987

April 30, 1987

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